

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

January 18, 2007

RECORDATION NO. 26762 -B
FILED

JAN 19 '07 -10 36 AM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20006

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Net Railcar Lease for Schedule No. 3 dated as of July 1, 2006, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Memorandum of Net Railcar Lease effective as of August 1, 2006, which was duly filed and recorded on January 8, 2007 and assigned Recordation Number 26762.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Lehigh Cement Company
7660 Imperial Way
Allentown, PA 18195

A description of the railroad equipment covered by the enclosed document is:

Twenty (20) 3,230 cubic foot pressure differential covered hopper railcars, marked and numbered GBRX 65030 through GBRX 65049, inclusive.

Also enclosed is a payment of \$34 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

Mr. Vernon A. Williams

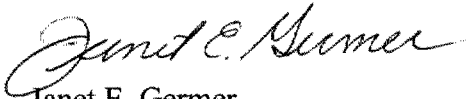
January 18, 2007

Page 2

A short summary of the enclosed primary document to appear in the Board's Index is:

Memorandum of Net Railcar Lease for Schedule No. 3 dated as of July 1, 2006 to that certain Master Net Railcar Lease effective August 1, 2006, between Greenbrier Leasing Company LLC, Lessor, and Lehigh Cement Company, Lessee.

Sincerely,

A handwritten signature in cursive script, reading "Janet E. Germer".

Janet E. Germer
Executive Assistant

JEG
Enclosure

cc: Robert W. Alvord, Esq.

MEMORANDUM OF RAILCAR LEASE

JAN 19 '07

-10 3 6 AM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of July 1, 2006, to that certain Master Net Railcar Lease and Schedule No. 3 thereto, is between GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company (the "Lessor") and LEHIGH CEMENT COMPANY, a Pennsylvania corporation (the "Lessee" and together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties have entered into that certain Master Net Railcar Lease dated as of August 1, 2006 (the "Master Agreement") and that certain Schedule No. 3 thereto dated as of July 1, 2006 (hereinafter the "Schedule", and the Schedule, together with the Master Agreement as it pertains to the Schedule, as they may from time to time be amended, modified or supplemented, the "Agreement"), covering the equipment listed on Exhibit A hereto (the "Cars");

WHEREAS, Lessor and Lessee hereby acknowledge and agree that: (a) Lessor began acquiring the Cars from the manufacturer in July 2006; (b) concurrently with the acquisition of such Cars, the Cars were delivered to and leased by Lessee; (c) Lessee began paying rent on the delivered Cars from and after the applicable delivery date; (d) Lessor and Lessee wish to lease the Cars on the terms and conditions of the Agreement; and (e) accordingly, for purposes of the Schedule, the effective date of the Master Agreement shall be July 1, 2006, notwithstanding anything to the contrary therein.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

This Memorandum of Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has caused this Memorandum of Railcar Lease to be executed by a duly authorized officer as of the day and year first above written.

GREENBRIER LEASING COMPANY LLC, as Lessor

By: Norris M. Webb

Name: Norris M. Webb

Title: Executive Vice President

LEHIGH CEMENT COMPANY, as Lessee

By: Gerhard Milla

Name: GERHARD MILLA

Title: PRESIDENT - WHITE DIVISION

G:\LEASE\2006\LEHIGH CEMENT MEMO OF SCHED 3 20 HOPPERS 070206 v3.doc

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 18th day of January, 2007, before me personally appeared _____
Norris M. Webb, to me personally known, who being by me duly sworn, says that
s/he is the Executive Vice President of Greenbrier Leasing Company LLC and that
the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the
execution of the said instrument was her or his free act and deed.

Janet E. Gerner
NOTARY PUBLIC
My commission expires: 5/28/2010



STATE OF Pennsylvania)
) ss.
COUNTY OF Lehigh)

On this 15th day of January, 2007, before me personally appeared
Gerhard Milla, to me personally known, who being by me duly
sworn, says that s/he is the President / White Cement Div. of Lehigh Cement Company
and that the foregoing instrument was signed on behalf of said corporation, and s/he
acknowledged that the execution of the said instrument was her or his free act and deed.

Lori A. Altemos
NOTARY PUBLIC
My commission expires: Nov. 6, 2008

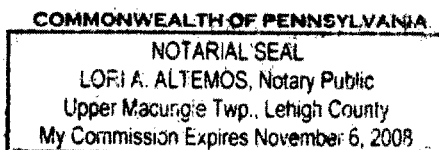


EXHIBIT A

<u>Quantity</u>	<u>Car Description</u>	<u>Reporting Marks and Numbers</u>
Twenty (20)	3,230 cubic foot pressure differential covered hopper railcars	GBRX 65030 through GBRX 65049, inclusive